

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

FORMER BL STORES, INC., *et al.*,  
  
Debtors.<sup>1</sup>

Chapter 7

Case No. 24-11967 (JKS)

(Jointly Administered)

**Objection Deadline:**

January 16, 2026 at 4:00 p.m. (ET)

**Hearing Date:**

January 29, 2026, at 11:00 a.m. (ET)

**COMBINED FOURTEENTH MONTHLY FEE STATEMENT (FOR THE  
PERIOD OCTOBER 1, 2025 THROUGH AND INCLUDING NOVEMBER 10,  
2025) AND FINAL FEE APPLICATION OF DAVIS POLK & WARDWELL LLP,  
AS BANKRUPTCY COUNSEL FOR THE CHAPTER 11 DEBTORS, FOR  
ALLOWANCE OF COMPENSATION AND FOR REIMBURSEMENT OF ALL  
ACTUAL AND NECESSARY EXPENSES INCURRED FOR THE PERIOD  
SEPTEMBER 9, 2024, THROUGH AND INCLUDING NOVEMBER 10, 2025**

Name of Professional:	DAVIS POLK & WARDWELL LLP
Authorized to Provide Professional Services to:	Chapter 11 Debtors
Date of Retention:	October 21, 2024, <i>nunc pro tunc</i> to September 9, 2024
Monthly Period for which compensation and reimbursement is sought:	October 1, 2025, through and including November 10, 2025

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<sup>1</sup> The debtors in these chapter 7 cases, along with the last four digits of their respective employer identification numbers, are as follows: Great Basin, LLC (6158); Former BL Stores, Inc. (9097); Former Management Stores of Ohio, LLC (7948); Consolidated Property Holdings, LLC (0984); Former Furniture Stores of Ohio, LLC (7868); Former Savings Stores of California, LLC (5262); Former Stores of Ohio, LLC (6811); Former Tenant Stores of Ohio, LLC (0552); Former Savings Stores of Ohio, LLC (6182); CSC Distribution LLC (8785); Closeout Distribution, LLC (0309); Durant DC, LLC (2033); AVDC, LLC (3400); GAFDC LLC (8673); PAFDC LLC (2377); WAFDC, LLC (6163); INFDC, LLC (2820); Former eCommerce Stores of Ohio, LLC (9612); and Former Low Cost Stores of Ohio, LLC (3277). The address of the debtors' corporate headquarters is 4900 E. Dublin-Granville Road, Columbus, OH 43081.

Monthly Amount of compensation sought as actual, reasonable and necessary: \$377,925.00

Monthly Amount of reimbursement sought as actual, reasonable and necessary: \$2,091.06

Final Period for which compensation and reimbursement is sought: September 9, 2024, through and including November 10, 2025

Final Amount of compensation sought as actual, reasonable and necessary: \$17,730,948.76<sup>2</sup>

Final Amount of reimbursement sought as actual, reasonable and necessary: \$108,398.13<sup>3</sup>

This is a   x   monthly      interim   x   final application

The total time expended for fee statement preparation is approximately 27.0 hours and the corresponding compensation requested is approximately \$31,795.50.<sup>4</sup>

If this is not the first fee statement filed, disclose the following for each prior fee statement:

Prior Monthly Fee Statements Filed:

DATE FILED	PERIOD COVERED	REQUESTED FEES / EXPENSES	APPROVED FEES / EXPENSES
11/7/2024 D.I. 1040	September 9, 2024 – September 30, 2024	\$1,622,452.00 / \$14,645.65	\$1,622,452.00 / \$14,645.65
12/4/2024 D.I. 1305	October 1, 2024 – October 31, 2024	\$2,693,605.50 / \$28,149.16	\$2,693,605.50 / \$28,149.16
12/17/2024 D.I. 1367	November 1, 2024 – November 30, 2024	\$2,799,817.50 / \$13,067.39	\$2,799,817.50 / \$13,067.39
1/15/2025 D.I. 1721	December 1, 2024 – December 31, 2024	\$3,026,382.50 / \$15,175.95	\$3,026,382.50 / \$15,175.95
3/18/2025 D.I. 2282	January 1, 2025 – January 31, 2025	\$2,232,226.00 / \$8,652.35	\$2,202,782.00 / \$8,494.67

<sup>2</sup> This amount includes an additional \$225,000.00, which reflects Davis Polk's estimated fees incurred after November 10, 2025, through the final fee hearing in these cases. This amount is subject to augmentation based on the fees actually incurred by Davis Polk.

<sup>3</sup> This amount includes an additional \$5,000.00, which reflects Davis Polk's estimated expenses incurred after November 10, 2025, through the final fee hearing in these cases.

<sup>4</sup> With the exception of 0.6 hours billed on November 6, 2025 (accounting for \$438.00 in compensation), allowance for compensation for such time is not requested in this statement but will be sought in a subsequent fee statement.

<b>DATE FILED</b>	<b>PERIOD COVERED</b>	<b>REQUESTED FEES / EXPENSES</b>	<b>APPROVED FEES / EXPENSES</b>
4/7/2025 D.I. 2510	February 1, 2025 – February 28, 2025	\$1,146,841.50 / \$5,412.94	\$1,131,076.75 / \$5,282.77
5/5/2025 D.I. 2685	March 1, 2025 – March 31, 2025	\$1,220,080.00 / \$4,186.30	\$1,220,080.00 / \$4,166.30
6/27/2025 D.I. 2927	April 1, 2025 – April 30, 2025	\$865,103.00 / \$3,257.88	\$865,103.00 / \$3,238.48
7/9/2025 D.I. 2978	May 1, 2025 – May 31, 2025	\$736,029.00 / \$3,209.38	\$588,823.20 / \$3,209.38
8/6/2025 D.I. 3066	June 1, 2025 – June 30, 2025	\$390,683.00 / \$4,464.50	\$312,546.40 / \$4,445.10
9/3/2025 D.I. 3139	July 1, 2025 – July 31, 2025	\$134,517.00 / \$0.00	\$107,613.00 / \$0.00
10/15/2025 D.I. 3240	August 1, 2025 – August 31, 2025	\$111,531.00 / \$836.40	\$89,224.80 / \$836.80
10/15/2025 D.I. 3241	September 1, 2025 – September 30, 2025	\$196,000.50 / \$0.00	\$156,800.40 / \$0.00

Prior Interim Fee Applications Filed:

<b>DATE FILED</b>	<b>PERIOD COVERED</b>	<b>REQUESTED FEES / EXPENSES</b>	<b>APPROVED FEES / EXPENSES</b>
1/15/2025 D.I. 1721	September 9, 2024 – December 31, 2024	\$10,142,257.50 / \$71,038.15	\$10,142,257.50 / \$59,201.84
5/15/2025 D.I. 2750	January 1, 2025 – March 31, 2025	\$4,599,147.50 / \$18,251.59	\$4,567,667.50 / \$14,291.20
8/14/2025 D.I. 3087	April 1, 2025 – June 30, 2025	\$1,991,815.00 / \$10,931.76	\$1,976,050.25 / \$10,762.79

**MONTHLY COMPENSATION BY PROFESSIONAL****FORMER BL STORES, INC., et al.  
(Case No. 24-11967 (JKS))****October 1, 2025 through November 10, 2025**

<b>Name of Professional</b>	<b>Position of the Applicant, Area of Expertise, Number of Years in that Position, Year of Obtaining License to Practice</b>	<b>Hourly Billing Rate<sup>5</sup></b>	<b>Total Billed Hours</b>	<b>Total Compensation</b>
<b>Partners</b>				
James I. McClammy	Partner/Civil Litigation. Partner since 2015. Joined the firm as an associate in 2000. Member of NY Bar since 1999.	2,645	5.6	\$14,812.00
Brian M. Resnick	Partner/Restructuring. Partner since 2011. Joined the firm as an associate in 2003. Member of the NY Bar since 2004.	2,645	11.8	\$31,211.00
Adam L. Shpeen	Partner/Restructuring. Partner since 2021. Joined the firm as an associate in 2012. Member of the NY Bar since 2013.	2,610	15.1	\$39,411.00
<b>Counsel</b>				
Stephen D. Piraino	Counsel/Restructuring. Joined the firm as an associate in 2014. Member of the NY Bar since 2014.	2,040	103.9	\$211,956.00
<b>Associates</b>				
Matthew R. Brock	Associate/Litigation. Joined the firm as an associate in 2014. Member of the NY Bar since 2015.	1,780	14.9	\$26,522.00
Eli Feuerman	Associate/Restructuring. Joined the firm as an associate in 2024. Member of the NY Bar since 2025.	1,065	6.3	\$6,709.50
Jacob Goldberger	Associate/Restructuring. Joined the firm as an associate in 2023. Member of the NY Bar since 2023.	1,255	1.0	\$1,255.00

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<sup>5</sup> The hourly billing rate for non-working travel time has been adjusted to 50% of the normal rates.

<b>Name of Professional</b>	<b>Position of the Applicant, Area of Expertise, Number of Years in that Position, Year of Obtaining License to Practice</b>	<b>Hourly Billing Rate<sup>5</sup></b>	<b>Total Billed Hours</b>	<b>Total Compensation</b>
Rebecca Sattaur	Associate/Restructuring. Joined the firm as an associate in 2024. Member of the NY Bar since 2025	1,065	2.4	\$2,556.00
Ethan Stern	Associate/Restructuring. Joined the firm as an associate in 2021. Member of the NY Bar since 2022.	1,760	0.5	\$880.00
Kevin L. Winiarski	Associate/Restructuring. Joined the firm as an associate in 2023. Member of the NY Bar since 2024.	1,255	28.9	\$36,269.50
<b>Legal Assistants</b>				
Paul Fabsik	Legal Assistant	715	5.4	\$3,861.00
<b>Total</b>		<b>\$1,897.21</b>	<b>199.2</b>	<b>\$377,925.00<sup>6</sup></b>
<b>BLENDED RATE: \$1,897.21</b>				
<b>ATTORNEY BLENDED RATE: \$1,930.15</b>				

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<sup>6</sup> This amount reflects a voluntary reduction in fees in the amount of \$1,626.00.

**MONTHLY COMPENSATION BY PROJECT CATEGORY****FORMER BL STORES, INC., *et al.***  
**(Case No. 24-11967 (JKS))****October 1, 2025 through November 10, 2025**

<b>Project Category</b>	<b>Total Hours</b>	<b>Total Fees</b>
AHG / UCC / Lender Issues	1.1	\$1,930.00
Asset Dispositions	21.2	\$43,248.00
Business Operations	2.6	\$5,304.00
Claims / Creditor Outreach	22.4	\$33,674.00
Corporate Governance / Board Matters / Communications	0.2	\$408.00
General Case Administration	52.1	\$106,334.00
Hearing Preparation / Attendance	27.1	\$54,633.00
Litigation	48.7	\$97,960.50
Regulatory / Antitrust / Tax / IP	0.5	\$1,020.00
Retention DPW: Preparation of Fee Applications, Budgeting	14.2	\$14,932.00
Travel (Non-Working)	9.1	\$18,481.50
<b>TOTAL</b>	<b>199.2</b>	<b>\$377,925.00<sup>7</sup></b>

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<sup>7</sup> This amount reflects a voluntary reduction in fees in the amount of \$1,626.00.

**MONTHLY EXPENSE SUMMARY**

**FORMER BL STORES, INC., *et al.***  
**(Case No. 24-11967 (JKS))**

**October 1, 2025 through November 10, 2025**

<b>Expense Category</b>	<b>Total Expenses</b>
Court and Related Fees	\$7.70
Meals	\$71.41
Travel	\$2,011.95
<b>Grand Total Expenses</b>	<b>\$2,091.06<sup>8</sup></b>

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<sup>8</sup> This amount reflects a voluntary reduction in expenses in the amount of \$3,547.40.

**FINAL COMPENSATION BY PROFESSIONAL****FORMER BL STORES, INC., et al.  
(Case No. 24-11967 (JKS))****September 9, 2024 through November 10, 2025**

<b>Name of Professional</b>	<b>Position of the Applicant, Area of Expertise, Number of Years in that Position, Year of Obtaining License to Practice</b>	<b>Hourly Billing Rate<sup>9</sup></b>	<b>Total Billed Hours</b>	<b>Total Compensation</b>
<b>Partners</b>				
Nick Caro	Partner/Sponsor Finance. Partner since 2024. Joined the firm as a partner in 2024. Member of the NY Bar since 2013.	2,345	44.9	\$105,290.50
Marcel R. Fausten	Partner/ Capital Markets. Partner since 2017. Joined the firm as an associate in 2007. Member of the NY Bar since 2008.	2,375	0.8	\$1,900.00
Corey M. Goodman	Partner/Tax. Partner since 2021. Joined the firm as a partner in 2021. Member of the NY Bar since 2008.	2,375	18.3	\$43,462.50
		2,645	5.1	\$13,489.50
Brian D. Hirsch	Partner/Real Estate. Partner since 2018. Joined the firm as an associate in 2014. Member of the NY Bar since 2008.	2,345	2.1	\$4,924.50
		2,645	5.1	\$13,489.50
Adam Kaminsky	Partner/Executive Compensation. Partner since 2019. Joined the firm as a partner in 2019. Member of the NY Bar since 2006.	2,375	17.3	\$41,087.50
James I. McClammy	Partner/Civil Litigation. Partner since 2015. Joined the firm as an associate in 2000. Member of NY Bar since 1999.	2,375	210.9	\$500,887.50
		2,645	72.8	\$192,556.00
Ashok Ramani	Partner/IP Litigation. Partner since 2018. Joined the firm as a partner in 2018. Member of CA Bar since 1998.	2,375	1.0	\$2,375.00
Brian M. Resnick	Partner/Restructuring. Partner since 2011. Joined the firm as an associate in 2003. Member of the NY Bar since 2004.	2,375	508.3	\$1,207,212.50
		2,645	159.0	\$420,555.00

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<sup>9</sup> The hourly billing rate for non-working travel time has been adjusted to 50% of the normal rates.



Name of Professional	Position of the Applicant, Area of Expertise, Number of Years in that Position, Year of Obtaining License to Practice	Hourly Billing Rate <sup>9</sup>	Total Billed Hours	Total Compensation
Pritesh P. Shah	Partner/Intellectual Property. Partner since 2015. Joined the firm as an associate in 2008. Member of the NY Bar since 2009.	2,375	4.4	\$10,450.00
Howard Shelanski	Partner/Antitrust & Competition. Partner since 2017. Joined the firm as a partner in 2017. Member of the DC Bar since 1996.	2,375	4.6	\$10,925.00
Adam L. Shpeen	Partner/Restructuring. Partner since 2021. Joined the firm as an associate in 2012. Member of the NY Bar since 2013.	2,345	460	\$1,078,700.00
		2,610	135.0	\$352,350.00
Patrick E. Sigmon	Partner/Tax. Partner since 2019. Joined the firm as an associate in 2014. Member of the NY Bar since 2011.	2,345	0.4	\$938.00
Brian Wolfe	Partner/Mergers & Acquisitions. Partner since 2015. Joined the firm as an associate in 2008. Member of the NY Bar since 2008.	2,375	72.4	\$171,950.00
		2,645	8.0	\$21,160.00
Counsel				
Avelina Burbridge	Counsel/Real Estate. Joined the firm as a counsel in 2024. Member of the NY Bar since 2015.	2,040	156.8	\$319,872.00
Mary K. Marks	Counsel/Antitrust & Competition. Joined the firm as a counsel in 2015. Member of the NY Bar since 1994.	1,830	12.9	\$23,607.00
Tracy L. Matlock	Counsel/Tax. Joined the firm as an associate in 2011. Member of the NY Bar since 2013.	1,830	25.0	\$45,750.00
		2,040	9.2	\$18,768.00
Joanna McDonald	Counsel/Restructuring. Joined the firm as an associate in 2020. Member of the NY Bar since 2014.	1,830	7.7	\$14,091.00
Jason Palios	Counsel/Sponsor Finance. Joined the firm as an associate in 2020. Member of the NY Bar since 2016.	1,725	9.0	\$15,525.00
Jonah A. Peppiatt	Counsel/Restructuring. Joined the firm as an associate in 2016. Member of the NY Bar since 2015.	1,725	181.8	\$313,605.00
Stephen D. Piraino	Counsel/Restructuring. Joined the firm as an associate in 2014. Member of the NY Bar since 2014.	1,830	585.8	\$1,072,014.00
		2,040	912.4	\$1,861,296.00
Lawrence R. Plotkin	Counsel/Real Estate. Joined the firm as a counsel in 2015. Member of the NY Bar since 1991.	1,830	15.7	\$28,731.00

Name of Professional	Position of the Applicant, Area of Expertise, Number of Years in that Position, Year of Obtaining License to Practice	Hourly Billing Rate <sup>9</sup>	Total Billed Hours	Total Compensation
Heather Weigel	Counsel/Mergers & Acquisitions. Joined the firm as an associate in 2017. Member of the NY Bar since 2018.	1,725	151.5	\$261,337.50
		1,790	25.4	\$45,466.00
Erika D. White	Counsel/Restructuring. Joined the firm as an associate in 1986. Member of the NY Bar since 1982.	1,830	0.3	\$549.00
<b>Associates</b>				
Gennie A. Amir	Associate/Real Estate. Joined the firm as an associate in 2022. Member of the NY Bar since 2023.	1,140	67.4	\$76,836.00
		1,670	124.6	\$208,082.00
Sadaf Bajwa	Associate/Litigation. Joined the firm as an associate in 2023. Member of the NY Bar since 2024.	1,255	7.4	\$9,287.00
Yi Bao	Associate/Mergers & Acquisitions. Joined the firm as an associate in 2023. Member of the NY Bar since 2024.	1,255	9.7	\$12,173.50
Jonathan Bi	Associate/Mergers & Acquisitions. Joined the firm as an associate in 2023. Member of the NY Bar since 2024.	965	172.9	\$166,848.50
		1,255	56.5	\$70,907.50
Matthew R. Brock	Associate/Litigation. Joined the firm as an associate in 2014. Member of the NY Bar since 2015.	1,590	462.5	\$735,375.00
		1,780	515	\$916,700.00
Vincent Cahill	Associate/Restructuring. Joined the firm as an associate in 2022. Member of the NY Bar since 2023.	1,140	467.7	\$533,178.00
		1,670	238.2	\$397,794.00
Louis W. Chisholm	Associate/Litigation. Joined the firm as an associate in 2024. Member of the NY Bar since 2021.	1,780	56.1	\$99,858.00
Rachel Chiu	Associate/Restructuring. Joined the firm as an associate in 2024. Member of the NY Bar since 2025.	1,065	2.5	\$2,662.50
Charles Collier	Associate/Tax. Joined the firm as an associate in 2021. Member of the NY Bar since 2018.	1,590	59.9	\$95,241.00
		1,780	4.9	\$8,722.00
Eli Feuerman	Associate/Restructuring. Joined the firm as an associate in 2024. Member of the NY Bar since 2025.	1,065	13.7	\$14,590.50
Katarzyna (Kate) M. Fine	Associate/Restructuring. Joined the firm as an associate in 2021. Member of the NY Bar since 2015.	1,490	37.5	\$55,875.00
		1,760	4.3	\$7,568.00
Lachlan J. Forrester	Associate/Intellectual Property. Joined the firm as an associate in 2022. Member of the NY Bar since 2023.	1,570	9.4	\$14,758.00

Name of Professional	Position of the Applicant, Area of Expertise, Number of Years in that Position, Year of Obtaining License to Practice	Hourly Billing Rate <sup>9</sup>	Total Billed Hours	Total Compensation
Austin Fuss	Associate/Intellectual Property. Joined the firm as an associate in 2022. Member of the NY Bar since 2023.	1,140	2.2	\$2,508.00
Henry G. Goldberg	Associate/Litigation. Joined the firm as an associate in 2023. Member of the NY Bar since 2024.	965	17.4	\$16,791.00
Jacob Goldberger	Associate/Restructuring. Joined the firm as an associate in 2023. Member of the NY Bar since 2023.	965	593.5	\$572,727.50
		1,255	336.6	\$422,433.00
Madison Gonzalez	Associate/Litigation. Joined the firm as an associate in 2023. Member of the NY Bar since 2024.	1,255	0.9	\$1,129.50
Omar Hersi	Associate/Tax. Joined the firm as an associate in 2022. Member of the NY Bar since 2023.	1,670	2.0	\$3,340.00
Cameron K. Hood	Associate/Mergers & Acquisitions. Joined the firm as an associate in 2022. Member of the NY Bar since 2023.	1,140	61.4	\$69,996.00
		1,670	7.0	\$11,690.00
Kamali Houston	Associate/Civil Litigation. Joined the firm as an associate in 2020. Member of the NY Bar since 2022.	1,570	18.8	\$29,516.00
		1,780	2.6	\$4,628.00
Lincoln Jim	Associate/Capital Markets. Joined the firm as an associate in 2017. Member of the NY Bar since 2020.	1,590	8.1	\$12,879.00
Justin Alexander Kasprisin	Associate/Executive Compensation. Joined the firm as an associate in 2017. Member of the NY Bar since 2012.	1,590	16.3	\$25,917.00
Kyle Kreider	Associate/Restructuring. Joined the firm as an associate in 2022. Member of the NY Bar since 2023.	1,140	13.8	\$15,732.00
Grace Lee	Associate/Civil Litigation. Joined the firm as an associate in 2019. Member of the NY Bar since 2020.	1,590	36.0	\$57,240.00
Laura S. Lee	Associate/Executive Compensation. Joined the firm as an associate in 2022. Member of the NY Bar since 2021.	1,570	0.8	\$1,256.00
Andrew Lent	Associate/Real Estate. Joined the firm as an associate in 2020. Member of the NY Bar since 2022.	1,490	20.0	\$29,800.00
		1,760	51.3	\$90,288.00
Lara Luo	Associate/Restructuring. Joined the firm as an associate in 2024. Member of the NY Bar since 2020.	1,590	47.6	\$75,684.00

Name of Professional	Position of the Applicant, Area of Expertise, Number of Years in that Position, Year of Obtaining License to Practice	Hourly Billing Rate <sup>9</sup>	Total Billed Hours	Total Compensation
Gabriella Mazero	Associate/Intellectual Property. Joined the firm as an associate in 2022. Member of the NY Bar since 2023.	1,140	21.1	\$24,054.00
		1,670	18.4	\$30,728.00
Francesca Merrick	Associate/Litigation. Joined the firm as an associate in 2023. Member of the NY Bar since 2024.	965	9.6	\$9,264.00
Kelsey Nelson	Associate/Tax. Joined the firm as an associate in 2022. Member of the NY Bar since 2024.	1,140	3.7	\$4,218.00
Daniel O'Toole	Associate/Antitrust & Competition. Joined the firm as an associate in 2020. Member of the DC Bar since 2022.	1,570	12.4	\$19,468.00
Caroline Peters	Associate/Tax. Joined the firm as an associate in 2022. Member of the NY Bar since 2024.	1,140	67.3	\$76,722.00
		1,670	16.4	\$27,388.00
Alanna Phillips	Associate/Tax. Joined the firm as an associate in 2021. Member of the NY Bar since 2023.	1,490	1.4	\$2,086.00
Erin Piacenti	Associate/Mergers & Acquisitions. Joined the firm as an associate in 2021. Member of the NY Bar since 2022.	1,490	31.0	\$46,190.00
Rachel Prater	Associate/Restructuring. Joined the firm as an associate in 2024. Member of the NY Bar since 2025.	1,065	5.1	\$5,431.50
Adrian Rabin	Associate/Intellectual Property. Joined the firm as an associate in 2022. Member of the NY Bar since 2021.	1,570	1.0	\$1,570.00
Destiny Iisha Reyes	Associate/Restructuring. Joined the firm as an associate in 2023. Member of the NY Bar since 2022.	1,490	2.0	\$2,980.00
Rebecca Sattaur	Associate/Restructuring. Joined the firm as an associate in 2024. Member of the NY Bar since 2025	1,065	8.4	\$8,946.00
Alexander G. Severance	Associate/Sponsor Finance. Joined the firm as an associate in 2024. Member of the NY Bar since 2022.	1,490	48.6	\$72,414.00
		1,760	9.8	\$17,248.00
Ethan Stern	Associate/Restructuring. Joined the firm as an associate in 2021. Member of the NY Bar since 2022.	1,490	673.8	\$1,003,962.00
		1,760	154.8	\$272,448.00
Samantha Stroman	Associate/Litigation. Joined the firm as an associate in 2023. Member of the NY Bar since 2024.	965	104.8	\$101,132.00
		1,255	63.0	\$79,065.00
Tony Sun		965	101.1	\$97,561.50

Name of Professional	Position of the Applicant, Area of Expertise, Number of Years in that Position, Year of Obtaining License to Practice	Hourly Billing Rate <sup>9</sup>	Total Billed Hours	Total Compensation
	Associate/Litigation. Joined the firm as an associate in 2023. Member of the NY Bar since 2024.	1,255	24.2	\$30,371.00
Mckenzie K. Whalen	Associate/Restructuring. Joined the firm as an associate in 2023. Member of the NY Bar since 2024.	965	18.8	\$18,142.00
Kevin L. Winiarski	Associate/Restructuring. Joined the firm as an associate in 2023. Member of the NY Bar since 2024.	965	468.7	\$452,295.50
		1,255	532.9	\$668,789.50
Alison Wulfe	Associate/Real Estate. Joined the firm as an associate in 2023. Member of the NY Bar since 2024.	965	10.2	\$9,843.00
<b>Law Clerks / Discovery Attorneys</b>				
Maria J. Budis	Law Clerk/Restructuring. Joined the firm in 2024.	695	77.6	\$53,932.00
		1,065	72.1	\$76,786.50
Cameron Carpenter	Law Clerk/Restructuring. Joined the firm in 2024.	695	323.6	\$224,902.00
		1,065	283.7	\$302,140.50
Elazar Chertow	Law Clerk/Litigation. Joined the firm in 2024. Member of the CA Bar since 2024.	695	27.6	\$19,182.00
Madeline (Maddy) Forbess	Law Clerk/Litigation. Joined the firm in 2024.	695	24.0	\$16,680.00
Stone Hart	Law Clerk/Restructuring. Joined the firm in 2025.	730	3.4	\$2,482.00
Sijia (Scarlett) Huang	Law Clerk/Restructuring. Joined the firm in 2024.	695	145	\$100,775.00
		1,065	44.8	\$47,712.00
Adrian Huntley	Law Clerk/Tax. Joined the firm in 2024.	1,065	8.3	\$8,839.50
Matthew O'Donnell	Lawyer/Sponsor Finance. Joined the firm in 2024. Not admitted locally.	1,140	6.6	\$7,524.00
Rachel Prater	Law Clerk/Restructuring. Joined the firm in 2024.	1,065	28.1	\$29,926.50
Caroline Ribet	Law Clerk/Litigation. Joined the firm in 2024. Member of the CA Bar since 2024.	695	23.1	\$16,054.50
Rebecca Sattaur	Law Clerk/Restructuring. Joined the firm in 2024.	1,065	3.6	\$3,834.00
Tristyn Walton	Law Clerk/Executive Compensation. Joined the firm in 2024.	695	14.2	\$9,869.00
Pablo Echegaray	Discovery Attorney. Joined the firm in 2019. Member of the NY Bar since 2007.	735	61.3	\$45,055.50

<b>Name of Professional</b>	<b>Position of the Applicant, Area of Expertise, Number of Years in that Position, Year of Obtaining License to Practice</b>	<b>Hourly Billing Rate<sup>9</sup></b>	<b>Total Billed Hours</b>	<b>Total Compensation</b>
Rashida K. Jackson	Discovery Attorney. Joined the firm in 2022. Member of the NY Bar since 2010.	735	42.6	\$31,311.00
Steve A. Karagiannakis	Discovery Attorney. Joined the firm in 2014. Member of the NY Bar since 2003.	735	24.9	\$18,301.50
<b>Legal Assistants / Audit Letters / Compliance Specialists / Librarians / eDiscovery</b>				
Eric Bae	Legal Assistant	460	3.8	\$1,748.00
Jacob Bitterman	Legal Assistant	505	2.6	\$1,313.00
Paul Fabsik	Legal Assistant	715	5.4	\$3,861.00
Magali Giddens	Legal Assistant	650	226.2	\$147,030.00
		715	140.5	\$100,457.50
Will Graves	Legal Assistant	460	0.6	\$276.00
		505	1.7	\$858.50
		715	1.1	\$786.50
Michael Guerrero	Legal Assistant	460	6.9	\$3,174.00
Sarah Jackson	Legal Assistant	460	4.6	\$2,116.00
Sam Karp	Legal Assistant	460	1.3	\$598.00
Stella Larson	Legal Assistant	460	1.1	\$506.00
Sorina Delia Lazar	Legal Assistant	650	0.3	\$195.00
Madeleine Menkes	Legal Assistant	505	22.5	\$11,362.50
Kelsey D. Stevens	Legal Assistant	650	2.9	\$1,885.00
Bernadette M. Sullivan	Legal Assistant	650	8.9	\$5,785.00
Christopher William Bauer	eDiscovery Project Manager	760	1.6	\$1,216.00
Alex Ionescu	eDiscovery Project Manager	550	60.6	\$33,330.00
		605	49.7	\$30,068.50
LeKeith Lewis	eDiscovery Project Manager	760	1.2	\$912.00
Lee B. Stein	eDiscovery Project Manager	690	10.1	\$6,969.00
		760	14.3	\$10,868.00
Frances C. Fynan	Research Services	595	3.4	\$2,023.00
Priscilla C. O'Carroll	Research Services	745	1.2	\$894.00
Marjorie Richmond	Research Services	745	1.5	\$1,117.50
Mark Zaleck	Research Services	800	0.4	\$320.00

<b>Name of Professional</b>	<b>Position of the Applicant, Area of Expertise, Number of Years in that Position, Year of Obtaining License to Practice</b>	<b>Hourly Billing Rate<sup>9</sup></b>	<b>Total Billed Hours</b>	<b>Total Compensation</b>
Lisa Hirakawa	Audit Letters Specialist	715	2.2	\$1,573.00
<b>Sub-Total</b>		<b>\$1,517.13</b>	<b>11,570.00</b>	<b>\$17,553,193.50</b>
<b>Agreed Write-Offs</b>				<b>(\$47,244.74)</b>
<b>Post-Conversion Estimate</b>				<b>\$225,000.00</b>
<b>TOTAL</b>				<b>\$17,730,948.76</b>
<b>BLENDED RATE: \$1,517.13</b>				
<b>ATTORNEY BLENDED RATE: \$1,562.93</b>				

**FINAL COMPENSATION BY PROJECT CATEGORY****FORMER BL STORES, INC., et al.  
(Case No. 24-11967 (JKS))****September 9, 2024 through November 10, 2025**

<b>Project Category</b>	<b>Total Hours</b>	<b>Total Fees</b>
AHG / UCC / Lender Issues	90.5	\$158,226.00
Asset Dispositions	2,305.4	\$3,771,512.00
Business Operations	81.6	\$155,533.50
Claims / Creditor Outreach	868.7	\$1,259,805.50
Contracts / Leases	1,383.4	\$1,873,831.50
Corporate Governance / Board Matters / Communications	111.8	\$229,238.50
Employee & Labor	84.7	\$151,822.50
Financing	202.2	\$349,508.00
General Case Administration	1,211.4	\$1,661,494.00
Hearing Preparation / Attendance	1,466.1	\$2,413,376.00
Litigation	2,508.5	\$3,917,308.50
Plan / Disclosure Statement / Confirmation	178.4	\$215,704.50
Regulatory / Antitrust / Tax / IP	322.7	\$524,305.50
Reporting	19.4	\$31,824.50
Retention DPW: Preparation of Fee Applications, Budgeting	556.1	\$526,233.00
Retention Non-DPW: Preparation of Retention-Related Materials	31.8	\$44,710.00
Travel (Non-Working)	147.3	\$268,760.00
<b>Sub-Total</b>	<b>11,570.00</b>	<b>17,553,193.50</b>
<b>Agreed Write-Offs</b>		(\$47,244.75)
<b>Post-Conversion Estimate</b>		\$225,000.00
<b>TOTAL</b>		<b>\$17,730,948.76</b>



**FINAL EXPENSE SUMMARY****FORMER BL STORES, INC., *et al.***  
**(Case No. 24-11967 (JKS))****September 9, 2024 through November 10, 2025**

<b>Expense Category</b>	<b>Total Expenses</b>
Computer Research	\$31,722.40
Court and Related Fees	\$90.60
Duplication	\$435.75
Litigation Support	\$2,771.00
Meals	\$10,490.42
Outside Documents & Research	\$4,641.82
Postage, Courier & Freight	\$262.45
Travel	\$50,211.69
Word Processing & Secretarial	\$2,772.00
<b>Sub-Total</b>	<b>\$103,398.13</b>
<b>Post-Conversion Estimate</b>	<b>\$5,000.00</b>
<b>Grand Total Expenses</b>	<b>\$108,398.13</b>

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

FORMER BL STORES, INC., *et al.*,

Debtors.<sup>1</sup>

Chapter 7

Case No. 24-11967 (JKS)

(Jointly Administered)

**Objection Deadline:**

January 16, 2026 at 4:00 p.m. (ET)

**Hearing Date:**

January 29, 2026 at 11:00 a.m. (ET)

**COMBINED FOURTEENTH MONTHLY FEE STATEMENT (FOR THE  
PERIOD OCTOBER 1, 2025 THROUGH AND INCLUDING NOVEMBER 10,  
2025) AND FINAL FEE APPLICATION OF DAVIS POLK & WARDWELL LLP,  
AS BANKRUPTCY COUNSEL FOR THE CHAPTER 11 DEBTORS, FOR  
ALLOWANCE OF COMPENSATION AND FOR REIMBURSEMENT OF ALL  
ACTUAL AND NECESSARY EXPENSES INCURRED FOR THE PERIOD  
SEPTEMBER 9, 2024, THROUGH AND INCLUDING NOVEMBER 10, 2025**

Davis Polk & Wardwell LLP (“Davis Polk”), as bankruptcy counsel for the chapter 11 debtors in the above-captioned cases (the “Debtors”), submits this fee application (this “Fee Application”) for (i) allowance and compensation for professional services rendered by Davis Polk to the Debtors for the period of October 1, 2025, through and including November 10, 2025 (the “Statement Period”), (ii) reimbursement of actual and necessary expenses incurred by Davis Polk

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<sup>1</sup> The debtors in these chapter 7 cases, along with the last four digits of their respective employer identification numbers, are as follows: Great Basin, LLC (6158); Former BL Stores, Inc. (9097); Former Management Stores of Ohio, LLC (7948); Consolidated Property Holdings, LLC (0984); Former Furniture Stores of Ohio, LLC (7868); Former Savings Stores of California, LLC (5262); Former Stores of Ohio, LLC (6811); Former Tenant Stores of Ohio, LLC (0552); Former Savings Stores of Ohio, LLC (6182); CSC Distribution LLC (8785); Closeout Distribution, LLC (0309); Durant DC, LLC (2033); AVDC, LLC (3400); GAFDC LLC (8673); PAFDC LLC (2377); WAFDC, LLC (6163); INFDC, LLC (2820); Former eCommerce Stores of Ohio, LLC (9612); and Former Low Cost Stores of Ohio, LLC (3277). The address of the debtors’ corporate headquarters is 4900 E. Dublin-Granville Road, Columbus, OH 43081.

during the Statement Period, (iii) final allowance of reasonable compensation for professional services rendered by Davis Polk to the Debtors for the period September 9, 2024 through and including November 10, 2025 (the “Final Application Period”), and (iv) final reimbursement of actual and necessary expenses and disbursements incurred by Davis Polk in rendering professional services on behalf of the Debtors during the Final Application Period pursuant to sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2016-1 of the Local Rules of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), the United States Trustee’s Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases, effective November 1, 2013 (the “U.S. Trustee Guidelines”) and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Retained Professionals* [D.I. 519] (the “Interim Compensation Procedures Order”).<sup>2</sup> In support of this Fee Application, Davis Polk represents as follows:

### **JURISDICTION**

1. This Court has jurisdiction over this Fee Application pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory predicates for the relief requested herein are sections 330 and 331 of the Bankruptcy Code, as supplemented by Bankruptcy Rule 2016, Local Rule 2016-1, the U.S. Trustee Guidelines, and the Interim Compensation Procedures Order.

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<sup>2</sup> Capitalized terms used but not defined herein are defined in the Interim Compensation Procedures Order.

### **BACKGROUND**

3. On September 9, 2024 (the “Petition Date”), the Debtors filed voluntary petitions under chapter 11 of the Bankruptcy Code with the United States Bankruptcy Court for the District of Delaware (the “Court”). Prior to entry of the Conversion Order (as defined below), the Debtors continued in the management and operation of their businesses and properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

4. On September 23, 2024, the Office of the United States Trustee for the District of Delaware (the “U.S. Trustee”) appointed an Official Committee of Unsecured Creditors pursuant to section 1102 of the Bankruptcy Code (the “Committee”). *See Not. of Appointment of Comm. of Unsecured Creditors* [D.I. 248].

5. On November 10, 2025, upon the hearing converting the chapter 11 cases to cases under chapter 7 of the Bankruptcy Code, the Court entered the *Order (I) Converting Chapter 11 Cases to Cases Under Chapter 7, (II) Establishing Deadline for Filing Final Chapter 11 Fee Applications and Setting a Hearing Thereon, and (III) Granting Related Relief* [D.I. 3319] (the “Conversion Order”), effective as of the entry of the Conversion Order (the “Conversion Date”). As per the Conversion Order, Final Fee Applications shall be submitted by the applicable professionals no later than December 26, 2025 (the “Final Fee Application Deadline”).

### **DAVIS POLK’S RETENTION**

6. Prior to the commencement of the chapter 11 cases, the Debtors retained Davis Polk to provide advice regarding, among other things, preparing for, commencing, and prosecuting the Chapter 11 Cases. On September 18, 2024, the Debtors filed the *Application of Debtors for Authority to Employ and Retain Davis Polk & Wardwell as Attorneys for the Debtors Nunc Pro Tunc to the Petition Date* [D.I. 205] (the “Davis Polk Retention Application”).

7. On October 21, 2024, this Court granted the Davis Polk Retention Application pursuant to the *Order Approving Application of Debtors for Authority to Employ and Retain Davis Polk & Wardwell LLP as Attorneys for the Debtors Nunc Pro Tunc to the Petition Date* [D.I. 577] (the “Davis Polk Retention Order”).

**INTERIM COMPENSATION PROCEDURES ORDER**

8. The Court entered the Interim Compensation Procedures Order on October 17, 2024. The Interim Compensation Procedures Order sets forth the procedures for interim compensation and reimbursement of expenses for all Retained Professionals (as defined in the Interim Compensation Order) in these cases.

9. In particular, the Interim Compensation Procedures Order provides that Retained Professionals may file and serve a Monthly Fee Statement on or after the 5th day of each month following the month or months for which compensation is sought, for interim allowance of compensation for services rendered and reimbursement of expenses incurred during the preceding month or months. Compensation Notice Parties will have until 4:00 p.m. (prevailing Eastern Time) on the day that is 21 days after the filing of a Monthly Fee Statement (the “Objection Deadline”) to object to the requested compensation for services rendered and reimbursement of expenses incurred. Provided that there are no objections to such Monthly Fee Statement filed before the expiration of the Objection Deadline, the Professional may file a certificate of no objection (the “Certificate of No Objection”) with the Court.

10. Upon the filing of a Certificate of No Objection, the Debtors are authorized to pay such Retained Professional 80 percent of the fees and 100 percent of the expenses requested

in such Monthly Fee Statement.

### **RELIEF REQUESTED**

11. Davis Polk submits this Fee Application for (a) monthly and final allowance of reasonable compensation for the actual, reasonable, and necessary professional services that it has rendered as counsel for the Debtors in these cases during the Statement and Final Application Periods and (b) monthly and final reimbursement of actual, reasonable, and necessary expenses incurred by Davis Polk in representing the Debtors during the Statement and Final Application Periods.

#### **I. STATEMENT PERIOD**

12. During the Statement Period, Davis Polk incurred fees in the amount of \$377,925.00.<sup>3</sup> For the same period, Davis Polk incurred actual, reasonable, and necessary expenses totaling \$2,091.06.<sup>4</sup> As of the date of this Statement, Davis Polk has received no payments with respect to these amounts.

13. Set forth on the foregoing “Compensation by Project Category” is a summary, by subject matter category, of the time expended by Davis Polk timekeepers to the Debtors’ cases during the Statement Period.

14. **Exhibit A** attached hereto contains logs, sorted by case project category, which show the time recorded by professionals, paraprofessionals, and other support staff, as well as descriptions of the services provided.

15. **Exhibit B** attached hereto contains a breakdown of actual, reasonable, and necessary expenses incurred by Davis Polk during the Statement Period.

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<sup>3</sup> This amount reflects a voluntary reduction in fees in the amount of \$1,626.00.

<sup>4</sup> This amount reflects a voluntary reduction in expenses in the amount of \$3,547.40.

16. Davis Polk charges \$0.15 per page for photocopying and printing.

17. In accordance with Local Rule 2016-1, Davis Polk has reduced its request for compensation for non-working travel, if any, to 50% of its normal rate.

## **II. FINAL APPLICATION PERIOD**

18. Davis Polk seeks allowance of (a) \$17,505,948.76 for actual, reasonable, and necessary legal services rendered to the Debtors during the Final Application Period and (b) \$103,398.13 as reimbursement of actual, reasonable, and necessary expenses incurred in connection with the rendition of such services during the Final Application Period. Davis Polk requests that the Debtors be authorized and directed to pay Davis Polk an amount equal to the sum of the allowed compensation and expense reimbursement during the Final Application Period, less any amounts previously paid.

19. Davis Polk further requests allowance of \$225,000.00 for estimated, reasonable, and necessary legal services rendered to the Debtors incurred after November 10, 2025, through the hearing scheduled for January 29, 2026 (the “Final Fee Hearing”) and \$5,000.00 as reimbursement of estimated, reasonable, and necessary expenses incurred in connection with the rendition of such services through the Final Fee Hearing. Davis Polk respectfully submits that these estimated fees and expenses are reasonable in light of Davis Polk’s monthly average of fees and expenses in the months preceding the filing of this Fee Application. Moreover, Davis Polk anticipates filing a supplement to this Fee Application in the days leading up to the Final Fee Hearing that reflects Davis Polk’s actual fees and expenses incurred from November 11, 2025 to the date of such supplement.

20. Davis Polk has endeavored to represent the Debtors in the most expeditious and economical manner possible. Tasks have been assigned to attorneys, paralegals, and other

support staff at Davis Polk so that work has been performed by those most familiar with the particular matter or task and, where attorney or paralegal involvement was required, by the lowest hourly rate professional appropriate for a particular matter. Moreover, Davis Polk has endeavored to coordinate with the other professionals involved in these cases to minimize any duplication of effort and to minimize attorneys' fees and expenses to the Debtors. Davis Polk believes it has been successful in this regard.

21. **Exhibit C** attached hereto contains the Final Application Summary which details the fees and expenses incurred, paid, and outstanding during the Application Period in conformance with Exhibit E to the U.S. Trustee Guidelines.

22. No agreement or understanding exists between Davis Polk and any other person for the sharing of compensation received or to be received for services rendered in or in connection with these cases.

23. The undersigned has reviewed the requirements of Local Rule 2016-1 and certifies to the best of his or her information, knowledge, and belief that this Fee Statement complies with that Rule.

**INFORMATION RELATED TO THE REVISED U.S. TRUSTEE GUIDELINES**

24. Davis Polk provides the following information pursuant to the U.S. Trustee Guidelines.

25. Davis Polk's hourly rates for bankruptcy services are comparable to the hourly rates charged in complex chapter 11 cases by comparably skilled bankruptcy attorneys. In addition, Davis Polk's hourly rates for bankruptcy services are comparable to the rates charged by Davis Polk, and by comparably skilled practitioners in other firms, for complex corporate and litigation matters, whether in court or otherwise, regardless of whether a fee application is required.



26. The blended hourly rate for all Davis Polk timekeepers who worked on these Chapter 11 Cases is approximately the same as the firm's blended rate for all timekeepers over a Comparable Period (as defined below). In particular, the blended hourly rate for all Davis Polk timekeepers (including both professionals and paraprofessionals) who billed to matters excluding chapter 11 representations during the 12-month period ending on October 31, 2025 (the "Comparable Period") was approximately \$1,514. By comparison, the blended hourly rate for all Davis Polk timekeepers (including both professionals and paraprofessionals) who worked on the Chapter 11 Cases during the Application Period was approximately \$1,517.

27. The following table shows blended hourly rates by category of professional and paraprofessional (rounded to the nearest dollar) for Davis Polk during the Application Period:

	<b>Blended Hourly Rate (rounded to nearest dollar)</b>	
<b>Category of Timekeeper</b>	<b>Professionals and Paraprofessionals at the New York Office of Davis Polk for the 12-Month Period Ending on October 31, 2025, Excluding Bankruptcy Matters<sup>5</sup></b>	<b>Davis Polk Application Period</b>
Partner	\$2,452	\$2,424
Counsel	\$1,927	\$1,921
Associate	\$1,312	\$1,251
Legal Assistants	\$565	\$655
Other Non-Lawyers	\$577	\$611
All Timekeepers	\$1,514	\$1,517

28. In addition, Davis Polk respectfully states as follows to address the questions set forth under paragraph C.5 of the UST Guidelines:

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<sup>5</sup> This blended hourly rate is adjusted to exclude hours and compensation billed to certain clients with special billing arrangements.

- a. Did you agree to any variations from, or alternatives to, your standard or customary billing rates, fees or terms for services pertaining to this engagement that were provided during the application period? If so, please explain. **As disclosed in the Davis Polk Retention Application, Davis Polk has agreed to a discount off of its standard rates.**
- b. If the fees sought in this fee application as compared to the fees budgeted for the time period covered by this fee application are higher by 10% or more, did you discuss the reasons for the variation with the client? **Not applicable.**
- c. Have any of the professionals included in this fee application varied their hourly rate based on the geographic location of the bankruptcy case? **No. As disclosed in the Davis Polk Retention Application, the hourly rates used by Davis Polk in representing the Debtors are consistent with the rates Davis Polk charges other comparable chapter 11 clients, regardless of the location of the chapter 11 case.**
- d. Does the fee application include time or fees related to reviewing or revising time records or preparing, reviewing, or revising invoices? (This is limited to work involved in preparing and editing billing records that would not be compensable outside of bankruptcy and does not include reasonable fees for preparing a fee application.). If so, please quantify by hours and fees. **This Fee Application includes time and fees related to reviewing or revising time records or preparing, reviewing, or revising invoices in connection with the preparation of monthly fee statements relating to the Final Application Period covered by this Fee Application. Davis Polk is seeking compensation for approximately 324.0 hours and \$286,356.00 in fees relating to reviewing and revising time records with respect to the preparation of such fee statements.**
- e. Does this fee application include time or fees for reviewing time records to redact any privileged or other confidential information? If so, please quantify by hours and fees. **This Fee Application includes time and fees related to reviewing time records to redact any privileged or other confidential information. Such charges are included in the time charges set forth in response (d) above and are not separately calculated.**
- f. If the fee application includes any rate increases since retention: (i) Did your client review and approve those rate increases in advance? and (ii) Did your client agree when retaining the law firm to accept all future rate increases? If not, did you inform your client that they need not agree to modified rates or terms in order to have you continue the representation, consistent with ABA Formal Ethics Opinion 11-458? **Effective January 1, 2025, Davis Polk implemented firm-wide rate increases. These rate increases are consistent with the engagement letter between Davis Polk and Big Lots,**

**Inc., which provides that the rates included therein are adjusted from time to time and specifically at the beginning of each year. In accordance with the Davis Polk Retention Order, Davis Polk notified the U.S. Trustee and counsel to the Committee of these rate increases on December 31, 2024.**

WHEREFORE, Davis Polk respectfully requests that this Court (a) allow Davis Polk (i) monthly compensation in the amount of \$377,925.00 for actual, reasonable, and necessary professional services rendered on behalf of the Debtors during the Statement Period and (ii) monthly reimbursement in the amount of \$2,091.06 for actual, reasonable, and necessary expenses incurred during the Statement Period, (b) allow Davis Polk (i) final compensation in the amount of \$17,730,948.76 for actual, reasonable, and necessary professional services rendered to or on behalf of the Debtors during the Final Application Period, *including* \$225,000.00 for estimated time through the Final Fee Hearing and (ii) final reimbursement of \$108,398.13 for actual, reasonable, and necessary expenses incurred during the Final Application Period, *including* \$5,000.00 for estimated expenses through the Final Fee Hearing, (c) authorize and direct the Debtors to pay Davis Polk an amount equal to the sum of such allowed compensation and reimbursement, less any amounts previously paid by the Debtors, and (d) grant such other further relief as the Court deems just and proper.

*[Remainder of page intentionally left blank]*

Dated: December 26, 2025  
New York, NY

**DAVIS POLK & WARDWELL LLP**

*/s/ Brian M. Resnick*

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Brian M. Resnick (admitted *pro hac vice*)  
Adam L. Shpeen (admitted *pro hac vice*)  
Stephen D. Piraino (admitted *pro hac vice*)  
Ethan Stern (admitted *pro hac vice*)  
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